

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

DECLARATION

I, SARA M. GOLDSTEIN, declare under penalty of perjury:

1. I am a Partner of Baker & Hostetler LLP, located at 1735 Market Street, Suite 3300, Philadelphia, PA 19103-7501 (the “Firm”).

2. FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. This Declaration is submitted in compliance with the *Order Authorizing Procedures to Retain, Compensate and Reimburse Professionals Utilized in the Ordinary Course of Business* (the “OCP Order”), which I have reviewed. I understand the limitations on compensation and reimbursement under such OCP Order.

4. The Firm has not provided services to the Debtors prior to the Petition Date.

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

5. The Debtors have requested, and the Firm has agreed, to provide services to the Debtors, and the Firm has consented to provide such services (the “Services”). The Services include, without limitation, the following: legal guidance on notification obligations arising of August 2023 data security incident involving Kroll.

6. In the ordinary course of business, the Firm maintains a database for the purpose of performing conflicts checks. The Firm’s database contains information regarding present and past engagements. I obtained the attached list of key parties-in-interest from the Debtors for the purpose of searching the aforementioned database and determining the connection(s) which the Firm and/or its employees has/have with such parties. The Firm’s search of the database identified the following connections between the Firm from the period of 2019 through the date of the instant Declaration:

<u>Client/Party</u>	<u>Matter</u>
Galaxy Digital	B&H represented Galaxy Digital in a closed matter and the billing attorney is no longer employed at B&H.
Nasdaq	B&H represents Nasdaq in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
StoneX	B&H represents StoneX in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
TMX	B&H represents TMX in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Venable LLP	B&H represented Venable LLP in a closed matter and the billing attorney is no longer employed at B&H.
Morgan & Morgan	B&H represents Morgan & Morgan in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Billboard Media, LLC	B&H represents Billboard Media, LLC in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Circle Internet Financial, Inc.	B&H represented Circle Internet Financials, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
DBS Bank Limited	B&H represented DBS Bank Limited in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Miami International Holdings, Inc.	B&H represented Miami International Holdings, Inc. in a closed matter and the billing attorney is no longer employed at B&H.
Middletown Valley Bank	B&H represents Middletown Valley Bank in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Morgan Stanley	B&H represents Morgan Stanley in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Rakuten Bank	B&H represents Rakuten Bank in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Stripe	B&H represents Stripe in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Wells Fargo	B&H represented Wells Fargo in a closed matter and the billing attorney is no longer employed at B&H.
Western Alliance	B&H represents Western Alliance in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
FTI Consulting, Inc.	B&H represents FTI Consulting, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Major League Baseball Properties, Inc.	B&H represents Major League Baseball Properties, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
NerdWallet, Inc.	B&H represents NerdWallet, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Office of the Commissioner of Baseball	B&H represents Office of the Commissioner of Baseball in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Paxos Trust Company, LLC	B&H represented Paxos Trust Company, LLC in a closed matter and the billing attorney is no longer employed at B&H.
Children's Healthcare of Atlanta, Inc.	B&H represents Children's Healthcare of Atlanta, inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
New Venture Fund	B&H represents New Venture Fund in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Stanford University	B&H represents Stanford University in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Beazley	B&H represents Beazley in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Edgewood Partners Insurance Center	B&H represented Edgewood Partners Insurance Center in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
The Hanover Insurance Group	B&H represents The Hanover Insurance Group in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Hiscox	B&H represented Hiscox in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
QBE Insurance Corporation	B&H represented QBE Insurance Corporation in a closed matter and the billing attorney is no longer employed at B&H.
Anthropic PBC	B&H represents Anthropic PBC in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Automata	B&H represented Automata in a closed matter and the billing attorney is no longer employed at B&H.
Clover	B&H represents Clover in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Fanatics	B&H represents Fanatics in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Genesis Digital Assets Limited	B&H represents Genesis Digital Assets Limited in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Greenpark Sports, Inc.	B&H represents Greenpark Sports, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Noom Limited	B&H represents Noon Limited in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Skybridge Capital II, LLC	B&H represents Skybridge Capital II, LLC in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Toss	B&H represents Toss in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Holland & Knight LLP	B&H represents Holland & Knight LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
White & Case	B&H represents White & Case in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
King & Spalding LLP	B&H represents King & Spalding LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Loyens&Loeff	B&H represents Loyens&Loeff in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Utz, Clayton	B&H represents Utz, Clayton in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Celsius Network Limited	B&H represented Celsius Network Limited in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Ripple Labs, Inc.	B&H represents Ripple Labs, Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Cadian Group Co	B&H represents Cadian Group Co in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Oracle America Inc.	B&H represented Oracle in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Gemini	B&H represents Gemini in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Kraken	B&H represents Kraken in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Economic Development	B&H represents Economic Development in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Philadelphia Indemnity Insurance Company	B&H represented Philadelphia Indemnity Insurance Company in a closed matter and the billing attorney is no longer employed at B&H.
Sompo International	B&H represents Sompo International in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Securities and Exchange Commission	B&H represents Securities and Exchange Commission in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
AT&T	B&H represents AT&T in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Comcast Business, Comcast	B&H represents Comcast Business, Comcast in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Verizon Wireless	B&H represents Verizon Wireless in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Airbnb	B&H represents Airben in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Akin Gump Strauss Hauer & Feld LLP	B&H represented Akin Gump Strauss Hauer & Feld LLP in a closed matter and the billing attorney is no longer employed at B&H.
Amwins	B&H represents Amwins in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Apple Inc	B&H represents Apple Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
AWS, Amazon	B&H represents AWS, Amazon in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Dentsu X	B&H represents Dentsu X in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Door Dash	B&H represents Door Dash in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Dotdash	B&H represents Dotdash in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Duane Morris LLP	B&H represents Duane Morris LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Equinix	B&H represents Equinix in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Equinix Inc.	B&H represents Equinix Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Facebook, Meta Platforms Inc.	B&H represents Facebook, Meta Platforms Inc. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Factory PR LLC	B&H represented Factory PR LLC in a closed matter and the billing attorney is no longer employed at B&H.
FedEx	B&H represents FedEx in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Fox Broadcasting Company	B&H represents Fox Broadcasting Company in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Fox Sports	B&H represents Fox Sports in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Gamestop	B&H represents Gamestop in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Herbert Smith Freehills	B&H represents Herbert Smith Freehills in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Katten Muchin Rosenman LLP	B&H represented Katten Muchin Rosenman LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Kim & Chang	B&H represents Kim & Chang in matters unrelated to these Chapter 11 Case and does not represent it in connection with these Chapter 11 Cases.
King and Wood Mallesons	B&H represents King and Wood Mallesons in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Latham & Watkins	B&H represented Latham & Watkins in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Learfield	B&H represents Learfield in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Microsoft	B&H represented Microsoft in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
NYSE	B&H represents NYSE in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Osler, Hoskin & Harcourt LLP	B&H represents Osler, Hoskin & Harcourt LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Parastate Foundation Ltd	B&H represents Parastate Foundation Ltd. in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

<u>Client/Party</u>	<u>Matter</u>
Perkins Coie LLP	B&H represents Perkins Coie LLP in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
PricewaterhouseCoopers	B&H represents PricewaterhouseCoopers in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Rich Feuer Anderson	B&H represents Rich Feuer Anderson in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Signature Bank	B&H represented Signature Bank in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
TikTok	B&H represents TikTok in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
TransPerfect	B&H represented TransPerfect in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.
Twitter	B&H represented Twitter in matters unrelated to these Chapter 11 Cases and does not represent it in connection with these Chapter 11 Cases.

7. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any attorney or employee thereof (i) has any connection with the Debtors or (ii) currently represents (or previously represented) any of their creditors, other parties-in-interest, the U.S. Trustee or any person employed by the U.S. Trustee with respect to the Debtors or the matters upon which it is to be engaged. Additionally, the Firm, its attorneys and employees do not, by reason of any direct or indirect relationship to, connection with, or interest in the Debtors, hold or represent any interest adverse to the Debtors, their estates or any class of creditors or equity interest holders with respect to the matters upon which the Firm is to be employed, except as disclosed above.

8. Neither I, nor any principal, partner, director, officer of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

9. Pursuant to the firm's discounted, negotiated rates with the Debtors' insurance carrier, AIG, the hourly rates, subject to change from time to time are as follows:

Incident Response

- Partner \$625
- Counsel \$565
- Associate \$430
- Paralegal \$205

Regulatory/Litigation/Payment Card Defense

- Partner \$695
- Counsel \$575
- Associate \$495
- Paralegal \$215

General Privacy & Cybersecurity Compliance & Risk Advisory Work

- Partner \$895
- Counsel \$795
- Associate \$695 (> 2 yrs)
- Associate \$450 (< 2 yrs)
- Paralegal \$275

10. In the normal course of business, the Firm revises its regular negotiated rates with AIG each year and requests that effective the 1st of each year, the aforementioned rates be revised to the regular hourly rates which will be in effect at that time. The Firm shall seek reimbursement of only actual and necessary expenses and other charges incurred by the Firm, and shall not exceed the amounts allowed for copying or facsimile transmissions set forth in Local Rule 2016-2(e)(iii).

11. The Debtors owe the Firm \$0.00 for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*

12. The Firm does keep time records in one-tenth of an hour increments in the ordinary course of business.

13. As of the Petition Date, the Firm was not party to a services agreement with the Debtors.

14. The Firm understands that any compensation/reimbursement paid to the Firm is subject to disallowance and/or disgorgement under 11 U.S.C. § 328(c) and applicable law.

15. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, reading "Sara Goldstein". The signature is written in a cursive, flowing style.

Dated: October 26, 2023

SARA M. GOLDSTEIN